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WC 08-44

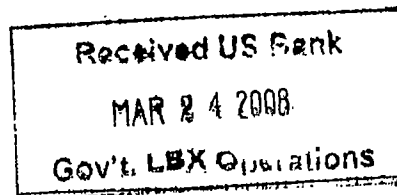
Brett P. Ferenchak  
brett.ferenchak@bingham.com

Please Date Stamp And Return

March 21, 2008

Via Overnight Courier

Marlene H. Dortch, Secretary  
Federal Communications Commission  
Wireline Competition Bureau Applications  
P.O. Box 979091  
St. Louis, MO 63197-9000



Re: In the Matter of the Joint Application of Northwest Telephone, Inc., Transferor and Licensee, and Zayo Group, LLC, Transferee, for Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, and Sections 63.04 and 63.24 of the Commission's Rules to Complete a Transfer of Control of Northwest Telephone, Inc., an Authorized Domestic and International Section 214 Carrier, to Zayo Group, LLC

Dear Ms. Dortch:

On behalf of Northwest Telephone, Inc. ("NTI") and Zayo Group, LLC ("Transferee") (together, "Applicants"), enclosed please find an original and six (6) copies of an application for Section 214 authority for the transfer of control of NTI to Transferee. Pursuant to Section 63.04(b) of the Commission's Rules, Applicants submit this filing as a combined international section 214 transfer of control application and domestic section 214 transfer of control application ("Combined Application").

Also enclosed is a completed Fee Remittance Form 159 containing a valid credit card number and expiration date for payment, in the amount of \$965.00, to the Federal Communications Commission, which satisfies the filing fee required for this Combined Application under line 2.b of Section 1.1105 of the Commission's Rules. Applicants are also filing the Combined Application with the International Bureau through the MyIBFS Filing System.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,

*Brett P Ferenchak*

Brett P. Ferenchak

Counsel for Zayo Group, LLC

Boston  
Hartford  
Hong Kong  
London  
Los Angeles  
New York  
Orange County  
San Francisco  
Santa Monica  
Silicon Valley  
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A/72478609.1

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE  
FORM 159

Approved by OMB  
3040-0589  
Page No. 1 of 2

(1) LOCKBOX # <b>979091</b>		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) <b>Zayo Group, LLC</b>		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) <b>\$965.00</b>	
(4) STREET ADDRESS LINE NO. 1 <b>901 Front Street, Suite 200</b>			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY <b>Louisville</b>		(7) STATE <b>CO</b>	(8) ZIP CODE <b>80027</b>
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>303-381-4683</b>		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) <b>0016555849</b>		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME <b>Northwest Telephone, Inc.</b>			
(14) STREET ADDRESS LINE NO. 1 <b>250 East Penny Road</b>			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY <b>Wenatchee</b>		(17) STATE <b>WA</b>	(18) ZIP CODE <b>98801</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>(509) 661-2000</b>		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) <b>0005756358</b>		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE <b>CUT</b>	(25A) QUANTITY <b>1</b>	
(26A) FEE DUE FOR (PTC) <b>\$965.00</b>	(27A) TOTAL FEE <b>\$965.00</b>	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>Brett P. Ferenczak</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>Brett P. Ferenczak</u>		DATE <u>3/21/08</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD <input type="checkbox"/> VISA <input type="checkbox"/> AMEX <input type="checkbox"/> DISCOVER <input type="checkbox"/>			
ACCOUNT NUMBER <u>Information Redacted</u>		EXPIRATION DATE	
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.			
SIGNATURE		DATE	

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

JULY 2005

<b>FEDERAL COMMUNICATIONS COMMISSION</b> <b>REMITTANCE ADVICE (CONTINUATION SHEET)</b> <b>FORM 159-C</b>		<b>SPECIAL USE</b>  <b>FCC USE ONLY</b>
Page No <u>2</u> of <u>2</u>		
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME <b>Zavo Group, LLC</b>		
(14) STREET ADDRESS LINE NO. 1 <b>901 Front Street, Suite 200</b>		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY <b>Louisville</b>	(17) STATE <b>CO</b>	(18) ZIP CODE <b>80027</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>303-381-4683</b>		(20) COUNTRY CODE (if not in U S A )
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>		
(21) APPLICANT (FRN) <b>0016555849</b>		(22) FCC USE ONLY
<b>COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET</b>		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1		(29A) FCC CODE 2
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1		(29B) FCC CODE 2
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1		(29C) FCC CODE 2
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1		(29D) FCC CODE 2
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1		(29E) FCC CODE 2
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1		(29F) FCC CODE 2

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

\_\_\_\_\_  
In the Matter of the Joint Application of )  
)

**Northwest Telephone, Inc.**, Transferor )  
and Licensee, )

and )

**Zayo Group, LLC**, Transferee, )

Section 214 of the Communications Act of 1934, )  
as amended, and Sections 63.04 and 63.24 of the )  
Commission's Rules to Complete a )  
Transfer of Control of Northwest Telephone, Inc., )  
an Authorized Domestic and International )  
Section 214 Carrier, to Zayo Group, LLC )  
\_\_\_\_\_

WC Docket No. 08-\_\_\_\_\_

IB File No. ITC-T/C-2008\_\_\_\_\_

**JOINT APPLICATION**

**I. INTRODUCTION**

**A. Summary of Transaction**

Northwest Telephone, Inc. ("NTI," "Transferor" or "Licensee"), and Zayo Group, LLC ("Zayo" or "Transferee") (together, "Applicants"), through undersigned counsel and pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.04, 63.24, respectfully request Commission approval or such authority as may be necessary or required to enable the parties to consummate a transaction whereby Zayo will acquire direct ownership and control of Licensee, a non-dominant carrier holding authority from the Commission to provide interstate and international telecommunications services.

Although the proposed transaction will result in a change in the ultimate ownership of Licensee, no transfer of authorizations, assets or customers will occur as an immediate consequence of the proposed transaction. Licensee will continue to provide service to its existing customers pursuant to its authorizations under the same rates, terms and conditions. Accordingly, although the name of Licensee will change, this transaction will have no effect on the rates, terms and conditions of service of the customers of Licensee.

**B. Request for Streamlined Processing**

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 & 63.12. With respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, Transferee (and its Affiliates) will have a market share in the interstate, interexchange market of less than 10 percent, and the Transferee (and its Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction, and none of the Applicants (or their Affiliates) are dominant with respect to any service.

With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, none of the exclusionary criteria set forth in Section 63.12(c) apply as described more fully in Section V below. Accordingly, this Application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's rules.

In support of this Application, Applicants provide the following information:

## **II. DESCRIPTION OF THE APPLICANTS**

### **A. Northwest Telephone, Inc.**

NTI is a Washington corporation with principal offices at 250 East Penny Road, Wenatchee, Washington 98801. No shareholder of NTI has majority ownership or control. NTI largest shareholder (at approximately 23% of the combined common and preferred stock of NTI) is Andrew D. Metcalfe, who is a Director and NTI's President and Treasurer. Only two other current shareholders, Starcrest Partners LLC and Randy Cooper, own more than 10% of the combined common and preferred stock.

NTI is a competitive access provider that has established a fiber-optic "Rural Area Network" in Idaho, Washington, and Oregon and, through its subsidiary, NTI of California, LLC, in California.<sup>1</sup> NTI offers private line transport, remote access managed ports, Ethernet and Internet transport, fixed wireless solutions, collocation solutions, and various broadband services to other carriers and enterprise customers.

### **B. Zayo Group, LLC**

Zayo is a Delaware limited liability company that is wholly owned by Communications Infrastructure Investments, LLC ("CII" and together with Zayo, the "Company"), a Delaware limited liability company. Zayo and CII have a principal office located at 901 Front Street, Suite 200, Louisville, Colorado 80027. The Company was organized to acquire and support long-term development of fiber-based bandwidth solutions-oriented businesses and has made a number of acquisitions to further that business plan. Specifically, the Company has recently completed acquisitions of: (1) Memphis Networkx, LLC (now known as Zayo Bandwidth Tennessee, LLC)

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<sup>1</sup> NTI may spin-off NTI of California, LLC to NTI's shareholders prior to closing the transaction described herein. Upon receiving approval from the California Public Utilities Commission, Zayo also will acquire control of NTI of California, LLC, which does not hold any licenses from the FCC.

("Zayo-TN");<sup>2</sup> (2) PPL Telecom, LLC (now known as Zayo Bandwidth Northeast, LLC) ("Zayo-NE") and PPL Prism, LLC (now known as Zayo Bandwidth Northeast Sub, LLC) ("Zayo-NE Sub");<sup>3</sup> (3) Indiana Fiber Works LLC (now known as Zayo Bandwidth Indiana, LLC) ("Zayo-IN");<sup>4</sup> (4) Onvoy, Inc. and Minnesota Independent Equal Access Corporation (together, "Onvoy");<sup>5</sup> and (5) Citynet Fiber Network, LLC ("CFN").<sup>6</sup> The acquisition of Licensee will further enable the Company to achieve its business plan. The Company has the technical, managerial, and financial qualifications to acquire control of Licensee. The Company is operated by a highly qualified management team, all of whom have extensive backgrounds in the telecommunications industry.

#### C. Section 214 Authorizations

NTI holds blanket domestic Section 214 authority to provide interstate telecommunications service pursuant to 47 C.F.R. § 63.01. NTI hold international Section 214 authority to provide global or limited global resale service granted in IB File No. ITC-214-19990413-00244.

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<sup>2</sup> Memphis Networkx, LLC is a provider of intrastate communications services in Tennessee. The acquisition of Memphis Networkx, LLC by Zayo was completed on July 31, 2007.

<sup>3</sup> The acquisition of Zayo-NE and Zayo-NE Sub by Zayo was completed on August 24, 2007. The Commission approved the transfer of control in WC Docket No. 07-132 and IB File No. ITC-T/C-20070620-00239.

<sup>4</sup> The acquisition of Zayo-IN was completed on September 28, 2007. The Commission approved the transfer of control in WC Docket No. 07-159; IB File No. ITC-T/C-20070725-00295.

<sup>5</sup> The acquisition of Onvoy was completed on November 7, 2007. The Commission approved the transfer of control in WC Docket No. 07-222 and IB File No. ITC-T/C-20070905-00361.

<sup>6</sup> The acquisition of CFN and its subsidiary Citynet Virginia, LLC was completed on February 15, 2008. The Commission approved the transfer of control in WC Docket No. 08-06.

Zayo operates its integrated communications business through various subsidiaries and, therefore, does not directly hold any domestic or international Section 214 authority. The following subsidiaries of Zayo hold Section 214 authority:

Zayo-NE is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 64.01. Zayo-NE also holds international Section 214 authority to provide global or limited global facilities-based service and global or limited global resale service granted in IB File No. ITC-214-20020103-00004 (Jan. 23, 2002).

Zayo-NE Sub is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 64.01. Zayo-NE Sub does not provide international services.

Zayo-IN is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 64.01. Zayo-IN also holds international Section 214 authority to provide global or limited global facilities-based service and global or limited global resale service granted in IB File No. ITC-214-20060523-00284 (June 15, 2006).

Onvoy is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 64.01. Onvoy also holds international Section 214 authority (1) to provide global resale services granted in IB File No. ITC-214-19970722-00425 (old IB File No. ITC-97-452) and (2) to operate as a facilities-based carrier by constructing and operating a fiber optic telecommunications facility between the United States and Canada granted in IB File No. IB File No. ITC-214-19971205-00766 (old IB File No. ITC-97-769).<sup>7</sup>

MIEAC holds Section 214 authority to lease transmission facilities to provide CEA service to interexchange carriers. See File No. W-P-C6400 (August 22, 1990).

CFN is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 64.01.

### III. DESCRIPTION OF THE TRANSACTION

Through transactions contemplated under an Agreement and Plan of Merger (the "Agreement"), Zayo will become the sole owner of NTI. Specifically, "Merger Sub" (a wholly owned subsidiary of Zayo that will be created for the purposes of this transaction) will merge

<sup>7</sup> The international Section 214 authorizations were originally granted to Minnesota Independent Interexchange Corporation, which subsequently merged into its parent company Onvoy, Inc. (f/k/a Minnesota Equal Access Network Services). See IB File No. ITC-ASG-20070913-00379.



with and into NTI. NTI will be the surviving corporation and will become a wholly-owned direct subsidiary of Zayo. For the Commission's convenience, a chart of the pre- and post-transaction corporate structure of Applicants is provided as Exhibit A. Upon completion of the transaction, NTI will become part of Zayo Bandwidth, the Company's fiber-based bandwidth business unit ("Zayo Bandwidth").

Immediately following the consummation of the proposed transaction, the Licensee will continue to offer service with no change in the rates or terms and conditions of service. After completing of the transaction, and following notices to customers, Licensee will change its name to a name selected by Zayo. The name will be consistent with the "Zayo Bandwidth" brand.<sup>8</sup> There will be no interruption or disruption of service to customers and, except for the name change, the transfer of control of Licensee will be seamless and transparent to customers. Future changes in the rates, terms and conditions of service to Licensee's customers, if any, will be undertaken pursuant to the applicable federal and state notice and tariff requirements and Licensee's contract obligations.

**V. INFORMATION REQUIRED BY SECTION 63.24(e)**

Pursuant to Section 63.24(e)(3) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

**(a) Name, address and telephone number of each Applicant:**

Transferor/Licensee:

Northwest Telephone, Inc.  
250 East Penny Road  
Wenatchee, WA 98801  
(509) 661-2000

**FRN: 0005756358**

<sup>8</sup> Licensee will file notify the Commission of its new name once the name change is completed.

Transferee:

Zayo Group, LLC  
901 Front Street, Suite 200  
Louisville, CO 80027  
(303) 381-4664

FRN: 0016555849

(b) **Jurisdiction of Organizations:**

Transferor/Licensee: NTI is a corporation formed under the laws of Washington.

Transferee: Zayo is a limited liability company formed under the laws of Delaware.

(c) **(Answer to Question 10) Correspondence concerning this Application should be sent to:**

For Zayo:

Jean L. Kiddoo  
Brett P. Ferenczak  
Bingham McCutchen LLP  
2020 K Street, N.W.  
Washington, DC 20006  
(202) 373-6697 (Tel)  
(202) 373-6001 (Fax)  
jean.kiddoo@bingham.com  
brett.ferenczak@bingham.com

With copies to:

Scott E. Beer  
General Counsel  
Zayo Group, LLC  
901 Front Street, Suite 200  
Louisville, CO 80027  
(303) 381-4664 (Tel)  
(303) 226-5923 (Fax)  
sbeer@zayo.com

For Transferor/Licensee:

Andrew Metcalfe  
President  
Northwest Telephone, Inc.  
250 East Penny Road  
Wenatchee, WA 98801

(d) **Section 214 Authorizations**

Licensee holds (1) blanket domestic Section 214 authority to provide interstate services pursuant to 47 C.F.R. § 63.01 and (2) international Section 214 authority to provide global or limited global resale service granted in IB File No. ITC-214-19990413-00244.

Zayo does not hold any domestic or international Section 214 authority. The following subsidiaries of Zayo hold Section 214 authority:

Zayo-NE is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 64.01. Zayo-NE also holds international Section 214 authority to provide global or limited global

facilities-based service and global or limited global resale service granted in IB File No. ITC-214-20020103-00004 (Jan. 23, 2002).

Zayo-NE Sub is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 64.01. Zayo-NE Sub does not provide international services.

Zayo-IN is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 64.01. Zayo-IN also holds international Section 214 authority to provide global or limited global facilities-based service and global or limited global resale service granted in IB File No. ITC-214-20060523-00284 (June 15, 2006).

Onvoy is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 64.01. Onvoy also holds international Section 214 authority (1) to provide global resale services granted in IB File No. ITC-214-19970722-00425 (old IB File No. ITC-97-452) and (2) to operate as a facilities-based carrier by constructing and operating a fiber optic telecommunications facility between the United States and Canada granted in IB File No. IB File No. ITC-214-19971205-00766 (old IB File No. ITC-97-769).<sup>9</sup>

MIEAC holds Section 214 authority to lease transmission facilities to provide CEA service to interexchange carriers. See File No. W-P-C6400 (August 22, 1990).

CFN is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 64.01.

As described in Section VI(a)(7), the Company is Affiliated through its investors with the following telecommunications carriers: (1) PRWireless, Inc.; (2) Airband Communications, Inc.; (3) CSDRS, LLC; (4) CCTV Wireless; (5) New Global Telecom, Inc.; (6) Triad AWS, LLC; (7) Horizon Wi-Com, LLC; (8) Cavalier Telephone, LLC, Cavalier Telephone Mid-Atlantic, LLC, Elantic Telecom, Inc., Cavalier Networks, LLC, Talk America, Inc., LDMI Telecommunications, Inc., Network Telephone Corporation and The Other Phone Company; (9) Nuvox, Inc., Florida Digital Network, Inc. d/b/a FDN Communication, Southern Digital Network, Inc. d/b/a FDN Communication; (10) Cleveland Unlimited, LLC; and (11) TX-11 Acquisition, LLC (d/b/a Cellular One of East Texas).

- (h) (Answer to Questions 11 & 12) The following entities will own directly or indirectly 10% or more of Applicants as calculated pursuant to the Commission

<sup>9</sup> The international Section 214 authorizations were originally granted to Minnesota Independent Interexchange Corporation, which subsequently merged into its parent company Onvoy, Inc. (f/k/a Minnesota Equal Access Network Services). See IB File No. ITC-ASG-20070913-00379.

ownership attribution rules for wireline and international telecommunications carriers:<sup>10</sup>

Post-Transaction Ownership of NTI:

- 1) The following entity will hold a ten percent (10%) or greater direct interest in Northwest Telephone, Inc:

Name: Zayo Group, LLC  
Address: 901 Front Street, Suite 200  
Louisville, CO 80027  
Citizenship: U.S.  
Principal Business: Telecommunications Services  
% Interest: 100% (directly in NTI)

Pre- and Post-Transaction Ownership of Transferee:

- 1) The following entity currently holds and, upon completion of the transaction, will continue to hold a ten percent (10%) or greater direct or indirect interest in Zayo Group, LLC:

Name: Zayo Group Holdings, Inc. ("Holdings")  
Address: 901 Front Street, Suite 200  
Louisville, CO 80027  
Citizenship: U.S.  
Principal Business: Holding Company  
% Interest: 100% (directly in Zayo)

Name: Communications Infrastructure Investments, LLC  
Address: 901 Front Street, Suite 200  
Louisville, CO 80027  
Citizenship: U.S.  
Principal Business: Holding Company  
% Interest: 100% (indirectly in Zayo as 100% owner of Holdings)

<sup>10</sup> While the Commission's rules for combined domestic and international applications require this information only for the assignee/transferee, *see* 47 C.F.R. §§ 63.04(b), 63.24(3)(2), Applicants are providing ownership information for both parties.

- 2) The following entities and individuals currently hold and, upon completion of the transaction, will continue to hold a ten percent (10%) or greater, direct or indirect, interest in Communications Infrastructure Investments, LLC (CII):

Name: Oak Investment Partners XII, Limited Partnership  
("Oak Investment XII")  
Address: 525 University Avenue, Suite 1300  
Palo Alto, CA 94301  
Citizenship: U.S.  
Principal Business: Investments  
% Interest: 27.2% (directly in CII)

Name: Oak Associates XII, LLC ("Oak Associates")  
Address: 525 University Avenue, Suite 1300  
Palo Alto, CA 94301  
Citizenship: U.S.  
Principal Business: Investments  
% Interest: 27.2% (indirectly as general partner of Oak Investment XII)

The following individuals are the executive managing members of Oak Associates, are all U.S. citizens, and can be reached through Oak Associates:

Bandel L. Carano  
Edward F. Glassmeyer  
Ann H. Lamont  
Fredric W. Harman

To the Company's knowledge, no other person or entity, directly or indirectly, owns or control a 10% or more interest in the Company through Oak Investments XII.

Name: M/C Venture Partners VI, L.P. ("MCVP VI")  
Address: 75 State Street, Suite 2500  
Boston, MA 02109  
Citizenship: U.S.  
Principal Business: Investments  
% Interest: 26.4% (directly in CII)

Name: M/C VP VI, L.P.  
Address: 75 State Street, Suite 2500  
Boston, MA 02109  
Citizenship: U.S.  
Principal Business: Investment Management  
% Interest: 26.4% (indirectly as the general partner of MCVP VI)

Name: M/C Venture Partners, LLC  
Address: 75 State Street, Suite 2500  
Boston, MA 02109  
Citizenship: U.S.  
Principal Business: Investment Management  
% Interest: 26.4% (indirectly as the general partner of  
M/C VP VI, L.P.)

The following individuals are the managing members of M/C Venture Partners, LLC, are all U.S. citizens, and can be reached through M/C Venture Partners, LLC:

James F. Wade  
David D. Croll  
Matthew J. Rubins  
John W. Watkins  
John Van Hooser

Mr. Wade and Mr. Croll are also two of the five managers of M/C Venture Investors, L.L.C., which has a 0.8% direct interest in CII.

To the Company's knowledge, no other person or entity, directly or indirectly, owns or control a 10% or more interest in the Company through MVCP VI.

Name: Columbia Capital Equity Partners IV (QP), L.P.  
("Columbia Capital IV")  
Address: 201 N. Union Street, Suite 300  
Alexandria, VA 22314  
Citizenship: U.S.  
Principal Business: Investments  
% Interest: 24.0% (directly in CII)

Name: Columbia Capital IV, LLC  
Address: 201 N. Union Street, Suite 300  
Alexandria, VA 22314  
Citizenship: U.S.  
Principal Business: Investment Management  
% Interest: 27.2% (indirectly in CII as the general partner of (i) Columbia Capital Equity Partners IV, L.P. which is the general partner of both Columbia Capital IV and Columbia Capital Equity Partners IV (QPCO), L.P. (3.0% direct interest in CII) and (ii) of Columbia Capital Employee Investors IV, L.P. (0.2% direct interest in CII))

The following individuals are the managing members of Columbia Capital IV, LLC, are all U.S. citizens, and can be reached through Columbia Capital IV, LLC

James B. Fleming, Jr.  
R. Philip Herget, III  
Harry F. Hopper III

To the Company's knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in the Company through Columbia Capital IV or Columbia Capital IV, LLC.

Name: Battery Ventures VII, L.P. ("Battery Ventures VII")  
Address: Reservoir Woods  
930 Winter Street, Suite 2500  
Waltham, MA 02451  
Citizenship: U.S.  
Principal Business: Investments  
% Interest: 10.7% (directly in CII)

Name: Battery Partners VII, LLC  
Address: Reservoir Woods  
930 Winter Street, Suite 2500  
Waltham, MA 02451  
Citizenship: U.S.  
Principal Business: Investment Management  
% Interest: 10.8% (indirectly in CII as general partner of Battery Ventures VII and managing member of Battery Investment Partners VII, LLC (0.2% direct interest in CII))

The following individuals are Managing Members of Battery Partners VII, LLC, are all U.S. citizens, and can be reached through Battery Partners VII, LLC:

Tom Crotty (Executive Managing Member)  
Rick Frisbie  
Ken Lawler  
Morgan Jones  
Scott Tobin  
Dave Tabors  
Mark Sherman  
Roger Lee

Tom Crotty has been designated as the Executive Managing Member by the Managing Members, and is responsible for the day to day management of the Battery Partners VII, LLC.

To the Company's knowledge, no other person or entity, directly or indirectly, owns or control a 10% or more interest in the Company through Battery Ventures VII.

No other person or entity, directly or indirectly, owns or controls a 10% or greater interest in Zayo through CII.

- (i) (Answer to Question 14) Transferee certifies that it is not currently a foreign carrier. Transferee is currently affiliated within the meaning of Section 63.09(e) of the Commission's rules, 47 C.F.R. § 63.09(e), with a foreign carrier, Onvoy, Inc. Onvoy is registered as a reseller of telecommunications services in Canada.
- (j) (Answer to Question 15) Transferee certifies that, through its acquisition of control of Licensee, Transferee does not seek to provide international telecommunications services to any destination country where:
  - (1) Transferee is a foreign carrier in that country; or
  - (2) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of Transferee and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

However, Transferee certifies it directly controls a foreign carrier, Onvoy, which provides telecommunications services in Canada.

- (k) Transferee certifies that Canada, the country referenced in paragraph (j) above, is a Member of the World Trade Organization ("WTO"). Onvoy, the foreign carrier listed in paragraph (j), is not on the Commission's List of Foreign Telecommunications Carriers that are presumed to Possess Market Power in Foreign Telecommunications Markets, released on January 26, 2007. In addition, Onvoy, the foreign carrier listed in paragraph (j), offers services in competition with dominant foreign carriers and others.
- (l) Transferee, through its subsidiaries, may resell international switched services of unaffiliated U.S. carriers in order to provide telecommunications services to countries where it has a foreign carrier affiliation. As demonstrated above and because Onvoy lacks 50 percent market share in the international transport and the local access markets on the foreign end of the route, Onvoy should be presumptively found to be non-dominant pursuant to Section 63.10(a)(3) of the Commission's rules, 47 C.F.R. § 63.10(a)(3).
- (m) Transferee qualifies for a presumption of non-dominance under Section 63.10(a)(1) and (3) of the Commission's rules, 47 C.F.R. § 63.10(a)(1,3), because it is not a foreign carrier and, as demonstrated above in paragraph (k), its affiliation is with a non-dominant foreign carrier in a country that is a Member of the WTO.



- (n) Transferee certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
- (o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.
- (p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's rules, 47 C.F.R. §63.12(a)-(b). Transferee is affiliated with a foreign carrier that provides telecommunications services in Canada. Nevertheless, Transferee qualifies for streamlined treatment under Section 63.12(c) because Transferee qualifies for a presumption of non-dominance under Section 63.10(a)(1) and (3) for the reasons detailed in response to paragraphs (k) and (m) above.

#### VI. INFORMATION REQUIRED BY SECTION 63.04

Pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):

(a)(6) A description of the proposed Transaction is set forth in **Section III** above.

(a)(7) (i) NTI provides telecommunications services in Idaho, Oregon and Washington. NTI's subsidiary, NTI of California, LLC provide intrastate telecommunications services in California.

(ii) Zayo does not provide telecommunications services in any state. However, as stated above, Zayo currently controls Zayo-TN, Zayo-NE and Zayo-NE Sub, Zayo-IN, and Onvoy, all of which provide telecommunications services. Zayo-TN provides intrastate telecommunications services in Tennessee. Zayo-NE and Zayo-NE Sub provide competitive local exchange and/or interexchange services in District of Columbia, Maryland, New Jersey, New York, Pennsylvania, and Virginia. Zayo-IN provides telecommunications services in Indiana and dark fiber services in Illinois, Indiana, and Ohio. Onvoy provides competitive local exchange services in Iowa, Minnesota, North Dakota and Wisconsin and interexchange services

in Iowa, Minnesota, Nebraska, North Dakota, South Dakota and Wisconsin. MIEAC provides centralized equal access services in Minnesota and North Dakota. CFN provides wholesale bandwidth services in Georgia, Illinois, Indiana, Kentucky, Michigan, Ohio, Pennsylvania, Tennessee, Virginia and West Virginia. Citynet Virginia, LLC, a subsidiary of CFN, provides intrastate wholesale bandwidth services in Virginia.

(iii) Through MCVP VI, the Company is currently affiliated with (1) PRWireless, Inc., a fixed wireless provider, (2) Airband Communications, Inc., a fixed wireless provider, and (3) CSDRS, LLC, a video relay services provider.

The members of M/C Venture Partners, LLC also control a 10% or greater interest in M/C Venture Partners V, L.P., a Delaware limited partnership ("M/C Partners V"), through their membership interests in M/C VP V, LLC which is the sole general partner of M/C Partners V. In addition, three of the members of M/C Venture Partners, LLC also control a 10% or greater interest in M/C Venture Partners IV, L.P., a Delaware limited partnership ("M/C Partners IV"), through their membership in M/C VP IV, LLC which is the sole general partner of M/C Partners IV.

Specifically, the general partner of M/C Partners IV is M/C VP IV, LLC, a Massachusetts limited liability company. James F. Wade, David D. Croll and Matthew J. Rubins, all U.S. citizens, are the members of M/C VP IV, LLC. As stated in the Application, Messrs. Wade, Croll, and Rubins are also members of M/C Venture Partners, LLC.

The general partner of M/C Partners V is M/C VP V, LLC, a Massachusetts limited liability company. The same four individual U.S. citizens that are members of M/C Venture Partners, LLC are also the members of M/C VP V, LLC.

M/C Partners IV holds approximately a 22.27% voting ownership interest in Cavalier Telephone Corporation ("CTC") and M/C Partners V holds approximately a 29.99%

voting ownership interest in CTC. In turn, CTC, a Delaware corporation, owns 100% of Cavtel Holdings, LLC ("Cavtel"), a Delaware limited liability company that owns (directly or indirectly) 100% of:

- Cavalier Telephone, LLC - a Virginia limited liability company authorized to provide telecommunications services in Virginia;
- Cavalier Telephone Mid-Atlantic, LLC - a Delaware limited liability company authorized to provide telecommunications services in Delaware, the District of Columbia, Maryland, New Jersey and Pennsylvania;
- Elantic Telecom, Inc. - a Virginia corporation authorized to provide telecommunications services in Connecticut, Florida, Georgia, Indiana, Massachusetts, Maryland, Michigan, North Carolina, New Jersey, New York, Ohio, Pennsylvania, Rhode Island and Virginia;
- Cavalier Networks, LLC - a Delaware limited liability company authorized to provide telecommunications services in Pennsylvania and Ohio;
- Talk America, Inc. - a Pennsylvania corporation, authorized to provide local and long distance services virtually throughout the United States;
- LDMI Telecommunications, Inc. - a Michigan corporation authorized to provide local and long distance telecommunications services in Illinois, Michigan and Ohio and long distance services virtually nationwide;
- Network Telephone Corporation - a Florida corporation that provides facilities-based local and long distance services to small and medium-sized businesses in Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee; and
- The Other Phone Company - a Florida corporation, provides local and long distance services in Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee.

M/C Partners IV is not affiliated with any carriers other than through CTC.

M/C Partners V, in addition to its above-described ownership interests, has 10% or greater, direct or indirect, interest in the following telecommunications services providers:

- Nuvox, Inc. (approximately 27% direct interest)- a Delaware corporation, providing telecommunications services in Alabama, Arkansas, Florida, Georgia, Illinois, Indiana, Kansas, Kentucky, Louisiana, Mississippi, Missouri, North Carolina, Ohio, Oklahoma, South Carolina, Tennessee and Virginia;
- Florida Digital Network, Inc. d/b/a FDN Communication (approximately 27% indirect interest) - a Delaware corporation, providing telecommunications services in Florida;
- Southern Digital Network, Inc. d/b/a FDN Communication (approximately 27% indirect interest) - a Delaware corporation, authorized to provide telecommunications services in Alabama, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, south Carolina, and Tennessee;
- Cleveland Unlimited, LLC (approximately 42% direct interest) - a Delaware limited liability company and its operating subsidiaries comprising a non-dominant wireless local and long distance telecommunications service situated in Cleveland, Ohio;
- TX-11 Acquisition, LLC (approximately 40% direct interest) - a Delaware limited liability company (d/b/a Cellular One of East Texas) and its operating subsidiaries that comprise a non-dominant wireless carrier based in Lufkin, Texas;
- PRWireless, Inc. (approximately 19% indirect interest) - a Delaware corporation that owns and operates a non-dominant wireless carrier based in Puerto Rico. As stated in the Application, M/C Partners VI holds a 19% interest in PRWireless, LLC.

(iv) Through Columbia Capital IV, the Company is currently affiliated with (1) PRWireless, LLC, a fixed wireless provider, (2) CCTV Wireless, a spectrum holding entity. (3) New Global Telecom, Inc., wholesaler of managed VoIP services to communications services providers, (4) Triad AWS, LLC, a spectrum holding entity, and (5) Horizon Wi-Com, LLC, a spectrum holding entity.

(v) To the Company's knowledge, the Company is not affiliated with any other telecommunications carriers.

(a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular,

with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, Transferee (and its Affiliates) will have a market share in the interstate, interexchange market of less than 10 percent, and the Transferee (and its Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction, and none of the Applicants (or their Affiliates) are dominant with respect to any service.

(a)(9) By this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)). In addition, Licensee also holds two common carrier fixed point-to-point microwave licenses (Call Signs WPTK882 and WPTK883). Applicants will seek approval from the Wireless Telecommunications Bureau for the transfer of control of those licenses.

(a)(10) No party is requesting special consideration because it is facing imminent business failure.

(a)(11) Not applicable.

(a)(12) Applicants submit that the transaction described herein will serve the public interest. Under new ownership, Licensee will continue to provide high-quality telecommunications services to consumers, while gaining access to the additional resources and operational expertise of the Company. The transfer of control, therefore, will give Licensee the ability to become a stronger competitor, to the ultimate benefit of consumers. Licensee's network complements Zayo Bandwidth's existing metro and regional networks and the acquisition will increase Zayo Bandwidth's existing fiber footprint to the Northwest region, giving the combined companies greater market depth and breadth as a result of the transaction. As a result, the

transaction will strengthen Zayo's ability to compete with other, much fiber providers to the benefit of consumers and the telecommunications marketplace.

The transfer of control of Licensee will not result in a change of carrier for customers or any assignment of authorizations. Further, the rates, terms and conditions of services currently provided by Licensee to its customers will not change as a result of the transaction. As described above, following consummation of the proposed transaction and after appropriate notices to customers, the name of Licensee will change to reflect the "Zayo Bandwidth" brand. Otherwise, the transaction will be seamless and transparent to customers and Licensee will continue to provide high-quality communications services to its customers without interruption and without change in rates, terms or conditions. Future changes in those rates, terms and conditions, if any, will be undertaken pursuant to the applicable federal and state notice and tariff requirements.

VI. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application for the transfer of control of Northwest Telephone, Inc.

Respectfully submitted,



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Counsel for Zayo Group, LLC

Dated: March 21, 2008

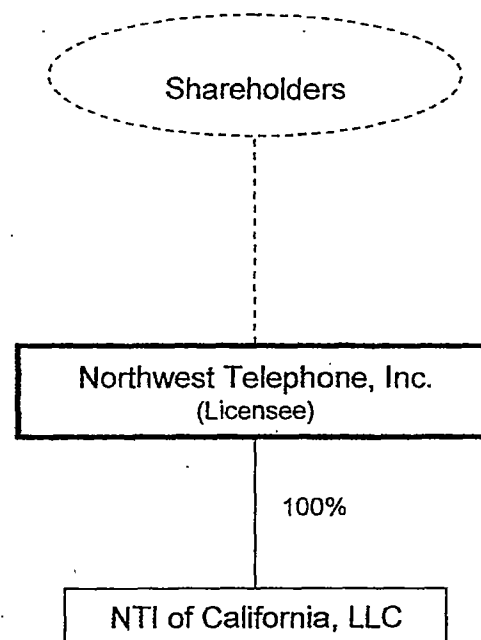
**EXHIBIT A**

**Pre- and Post-Transaction Corporate Structure Chart**

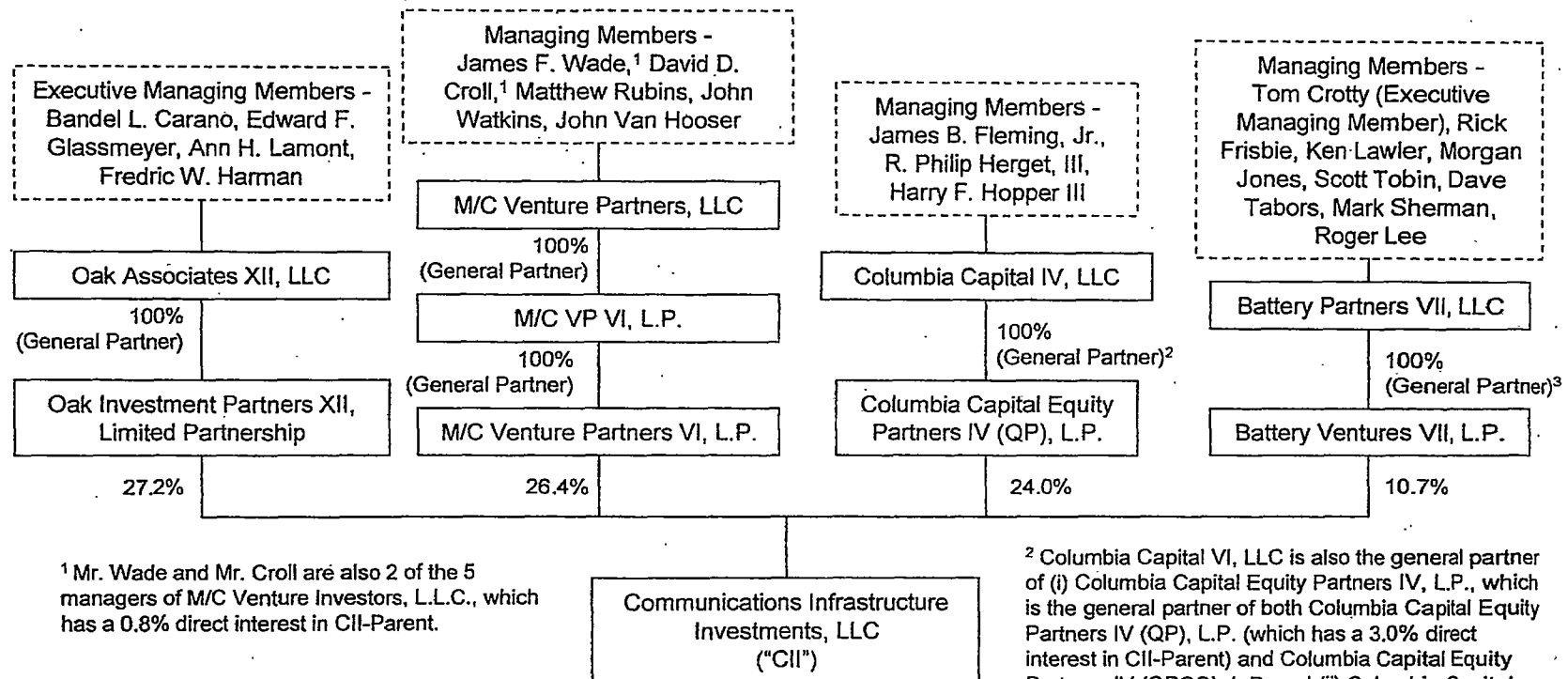


## Verifications

## Pre-Transaction Corporate Structure of Licensee



## Pre- and Post-Transaction Corporate Structure of CII

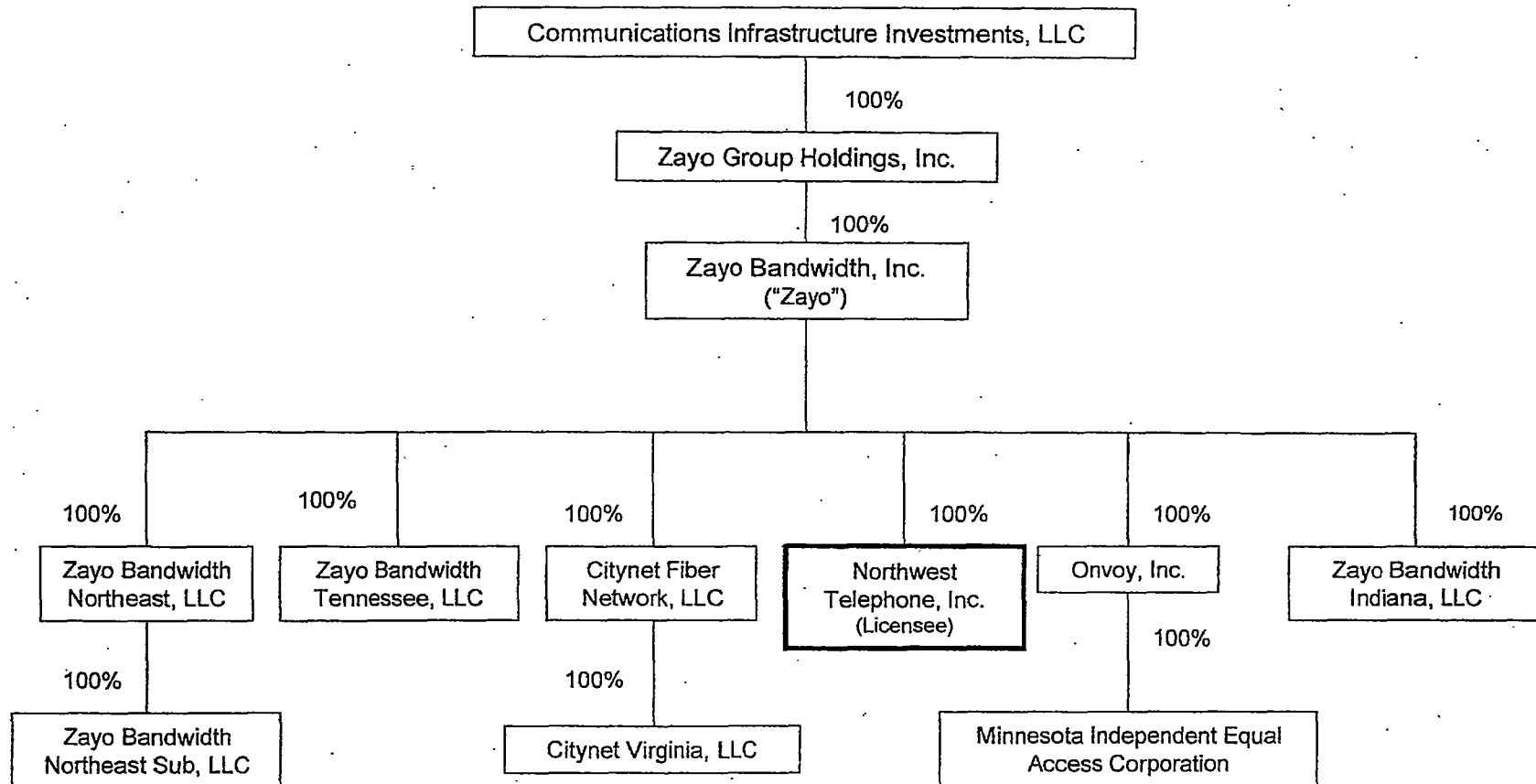


<sup>1</sup> Mr. Wade and Mr. Croll are also 2 of the 5 managers of M/C Venture Investors, L.L.C., which has a 0.8% direct interest in CII-Parent.

<sup>2</sup> Columbia Capital VI, LLC is also the general partner of (i) Columbia Capital Equity Partners IV, L.P., which is the general partner of both Columbia Capital Equity Partners IV (QP), L.P. (which has a 3.0% direct interest in CII-Parent) and Columbia Capital Equity Partners IV (QPCO), L.P. and (ii) Columbia Capital Employee Investors IV, L.P., which has a 0.2% direct interest in CII-Parent.

<sup>3</sup> Battery Partners VII, LLC is also the managing member of Battery Investment Partners VII, LLC, which holds a 0.2% direct interest in CII-Parent.

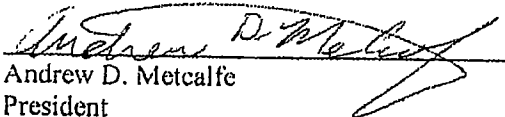
## Post-Transaction Corporate Structure of Licensee



## VERIFICATION

I, Andrew D. Metcalfe, state that I am the President of Northwest Telephone, Inc.; that I am authorized to make this Verification on behalf of Northwest Telephone, Inc.; that the foregoing filing was prepared under my direction and supervision; and that the contents that the contents with respect to Northwest Telephone, Inc. are true and correct to the best of my knowledge, information, and belief.


I declare under penalty of perjury that the foregoing is true and correct. Executed this 21<sup>st</sup> day of March, 2008.

  
Andrew D. Metcalfe  
President  
Northwest Telephone, Inc.

## VERIFICATION

I, Scott E. Beer, state that I am the General Counsel of Zayo Group, LLC; that I am authorized to make this Verification on behalf of Zayo Group, LLC; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to Zayo Group, LLC are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 21<sup>st</sup> day of March, 2008



Scott E. Beer  
General Counsel  
Zayo Group, LLC